

BY LAWS



UTAH HEALTH POLICY PROJECT
1832 W Research Way, Suite 60
Salt Lake City, Utah 84119
EIN: 87-0684606

Revised: September 5, 2014

ARTICLE I

OFFICES, CORPORATE SEAL

Section 1.1 Registered Office. The registered office of this organization located in Utah shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Department of Commerce, Division of Organizations and Commercial Code of Utah changing the registered office.

Section 1.2 Other Offices. This organization may have such other offices, within or without the State of Utah, as the Board of Trustees may from time to time determine.

Section 1.3 Corporate Seal. This organization shall have no corporate seal.

ARTICLE II

MEMBERS

This organization shall not have members.

ARTICLE III

BOARD OF TRUSTEES

Section 3.1 General Powers. The property, business and affairs of this organization shall be managed by or under the direction of the Board of Trustees.

Section 3.2 Number, Qualifications, Term of Office and Election. The number of trustees shall be determined by affirmative vote of a majority of the trustees currently serving, provided that the number of trustees shall not be less than nine (9) or more than fifteen (1). Each trustee must be of 18 years of age or older. Each trustee shall hold office for a term of at least three (3) years and until a successor is elected and qualified, or until the death, resignation, or removal of the trustee. Three-year terms are renewable for no more than two additional 3-year terms. To minimize disruption to governance activities and functions and to ensure stability within Board leadership, term expirations may be staggered around the first cycle of term limits. At each annual retreat, the Board of Trustees shall elect or renew the trustees for the following year.

Section 3.3 Resignation. A trustee may resign at any time by giving written notice to the organization. The resignation of a trustee is effective upon acceptance when the notice is

given to the organization's Executive Director, unless a later effective time is specified in the notice.

Section 3.4 Removal of Trustees. A trustee may be removed at any time, with or without cause, by the affirmative vote of a majority of the trustees currently holding office.

Section 3.5 Vacancies. Any vacancy in the Board of Trustees caused by death, resignation, removal, an increase in the number of trustees, or any other cause, shall be filled by the affirmative vote of a majority of the remaining trustees, with or without a quorum, and the term of the trustee filling the vacancy shall expire at the end of the term the trustee is filling.

Section 3.6 Place of Meetings; Electronic Communications. The Board of Trustees may hold its meetings at such place or places, within or without the State of Utah, as it may from time to time determine. If the Board of Trustees fails to select a place for a meeting, it shall be held at the registered office. One or more trustees may participate in a meeting by any means of communication through which all trustees participating in the meeting may simultaneously hear each other during the meeting.

Section 3.7 Annual Meeting. The annual meeting or "retreat" of the Board of Trustees shall be held each year, at such time and place as the Board may determine, for the purpose of electing trustees and officers and for the transaction of such business as shall come before the meeting.

Section 3.8 Regular Meetings. Regular meetings of the full Board of Trustees shall be held from time to time but not less than quarterly, at such times and places as the Board may determine. Board committees may meet as often as necessary to fulfill their responsibilities.

Section 3.9 Special Meetings; Notice. Special meetings of the Board of Trustees shall be held whenever called by the Executive Director in consultation with the Board Chair and/or by any one of the officers on the Board. Notice of any special meetings shall be mailed or emailed to each trustee, addressed to the trustee at his or her residence or usual place of business or email address, at least five (5) days before the day on which the meeting is to be held, or delivered personally or by telephone or fax, not later than two (2) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting but need not state the purposes thereof. Any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the trustees shall participate therein or waive such notice in writing before, at, or after such meeting.

Section 3.10 Quorum. Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the trustees currently appointed to the Board or holding office shall be required to constitute a quorum for the transaction of business at any meeting, and any act or decision of a slim majority of the trustees present at any duly held meeting at which a quorum is present shall be the act or formal decision of the Board of Trustees. In the absence of a quorum, a majority of the trustees present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is

convened, the trustees present may continue to transact business until adjournment, even though the withdrawal of trustees originally present leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

Section 3.11 Proxy Voting. Proxy voting shall not be permitted.

Section 3.12 Action Without Meeting. Any action that may be taken at a meeting of the Board of Trustees may be taken without a meeting when authorized in a written document signed by all of the trustees.

Section 3.13 Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between this organization and any trustee (or an organization in which a trustee is a trustee, officer or legal representative or has a material financial interest): (a) the material facts as to such contract or transaction and as to the trustee's interest must be fully disclosed or known to the Board of Trustees prior to approval of such contract or transaction; (b) such approval shall require the affirmative vote of a majority of the trustees, not counting any vote that the interested trustee otherwise might have; and (c) the interested trustee shall not be counted in determining the presence of a quorum.

ARTICLE IV

OFFICERS

Section 4.1 Number and Qualifications. The officers of this organization shall include a Chair, Vice Chair, a Treasurer, a Secretary, and such other officers as may be created by the Board of Trustees. Any number of offices may be held by the same person.

Section 4.2 Election and Term of Office. Officers shall be elected every two years by the Board of Trustees, or as needed; each shall hold office until the next bi-yearly election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

Section 4.3 Resignations. An officer may resign by giving written notice to the Executive Director and Board Chair of the organization. The resignation is effective upon acceptance when the notice is given to the organization, unless a later effective date is named in the notice.

Section 4.4 Removal. An officer may be removed, with or without cause, by a resolution adopted by the Board of Trustees.

Section 4.5 Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

Section 4.6 Executive Director. The Executive Director shall: (a) have general active management of the business of the organization; (b) sign and deliver in the name of the organization deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the organization, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Trustees to another officer or agent of the organization; and (c) perform such other duties as may from time to time be prescribed by the Board of Trustees; (d) support the Board Chair in seeing that decisions, acts, and resolutions of the Board of Trustees are carried into effect.

Section 4.7 Board Chair. The Board Chair shall: (a) oversee all governance functions of the organization; (b) when present, preside at meetings of the Board of Trustees; (c) in conjunction with the Executive Director, see that decisions, acts, and resolutions of the Board of Trustees are carried into effect; (d) be a co-signer, along with the Board of Trustees Treasurer, on accounts so as to serve as an endorser for checks involving the Executive Director

Section 4.8 Vice Chair. In the event of absence or disability of the Board Chair, the Vice Chair, shall succeed to the powers and duties of the Chair. The Vice Chair shall have such other powers and shall perform such other duties as may from time to time be prescribed by the Board of Trustees or by the Chair.

Section 4.9 Treasurer. The Treasurer shall: (a) advise and validate the keeping of accurate financial records for the corporation, which is overseen by the Executive Director and managed by designated staff; (b) see to sound financial and accounting practices in the following functions of the organization: depositing of money, issuance of drafts and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board of Trustees; (c) provide oversight for the proper disbursement of corporate funds and issuance of checks and drafts in the name of the corporation, as ordered by the Board of Trustees; (d) be a co-signer, along with the Board of Trustees Chair, on accounts so as to serve as an endorser for checks involving the Executive Director; (e) upon request, provide the Chair and the Board of Trustees an account of transactions by the Treasurer and of the financial condition of the corporation; and (f) perform such other duties as may from time to time be prescribed by the Board of Trustees or by the Board Chair.

Section 4.10 Secretary. The Secretary shall: (a) oversee the maintenance of accurate records of and, when necessary, certify proceedings of the Board of Trustees; (b) ensure proper notice is given by staff of meetings of the Board of Trustees; and (c) perform such other duties as may from time to time be prescribed or requested by the Board of Trustees, by the Chair, or by the Executive Director.

Section 4.11 Other Officers. This organization may have such other officers and agents as the Board of Trustees considers necessary for the operation and management of the organization, each of whom has the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Trustees.

Section 4.12 Delegation. Unless prohibited by a resolution adopted by the Board of Trustees, an officer may, without the approval of the Board of Trustees, temporarily (not more than two successive board meetings) delegate some or all of the duties and powers of an office to other persons.

ARTICLE V

COMMITTEES

Section 5.1 Committees. The Board of Trustees may act by and through such committees as may be specified in resolutions approved by a majority of the trustees currently holding office. Committees are subject at all times to the direction and control of the Board of Trustees.

Section 5.2 Procedures. Sections 3.6 through 3.13 (excluding Section 3.7) apply to committees and members of committees to the same extent as those sections apply to the Board of Trustees. Each committee shall engage staff assistance to prepare timely minutes of its meetings and shall furnish such minutes to the Board of Trustees and to members of the committee.

ARTICLE VI

BOOKS OF RECORD

The organization shall keep at its registered office correct and complete copies of:

- (a) its Articles of Incorporation and Bylaws;
- (b) accounting records; and
- (c) minutes of meetings and a record of all actions taken without a meeting of the Board of Trustees and of committees having any of the authority of the Board of Trustees.

The organization shall keep a copy of such other records required by Utah law at its principal office

ARTICLE VII

INDEMNIFICATION

The organization shall indemnify persons to the extent required by the Utah Revised Nonprofit Organization Act, as amended, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE VIII

AMENDMENTS

Amendments to the Articles of Incorporation and these Bylaws must be approved by a majority of the total number of trustees.

These Bylaws have been approved and adopted by the Board of Trustees of this organization by written action dated June 22, 2001. Revisions were subsequently approved and adopted by the Board of Trustees by action dated September 5, 2014.

Utah Health Policy Project

Jennifer Pathak
Chair, Board of Trustees